SCHAPIRO DECLARATION EXHIBITS CONTINUED

Schapiro Exhibit 27

UNITED STATES DISTRICT COURT

FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, AND BLACK ENTERTAINMENT TELEVISION, LLC,	)	
PLAINTIFFS,	)	CASE NO. 07-CV-2103
VS.	)	
YOUTUBE INC., YOUTUBE, LLC AND GOOGLE, INC.,	)	
DEFENDANTS.	)	
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., ET AL., ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED,	)	
PLAINTIFFS,	)	CASE NO. 07-CV-3582
VS.	)	
YOUTUBE, INC., YOUTUBE, LLC, AND GOOGLE, INC.,	)	
DEFENDANTS.	)	

VIDEOTAPED DEPOSITION OF AMY POWELL
TAKEN ON TUESDAY, DECEMBER 15, 2009

JOB NO. 18310

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, AND BLACK ENTERTAINMENT TELEVISION, LLC, PLAINTIFFS, VS. YOUTUBE INC., YOUTUBE, LLC AND GOOGLE, INC., DEFENDANTS.	)	CASE NO. 07-CV-2103
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., ET AL., ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED, PLAINTIFFS, VS. YOUTUBE, INC., YOUTUBE, LLC, AND GOOGLE, INC., DEFENDANTS.	)	CASE NO. 07-CV-3582

Videotaped deposition of AMY HOWELL, taken on behalf of the Defendants, at 350 South Grand Avenue, Suite 2500, Los Angeles, California, on Tuesday, December 15, 2009, at 9:25 a.m., before NIKKI ROY, CSR. No. 3052.

APPEARANCES:

FOR THE PLAINTIFFS:

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ALSO PRESENT:

PAUL KOENIG, Paramount
REBECCA PRENTICE, General Counsel, Paramount
SCOTT McNAIR, Videographer

09:41:29 MS. KOHLMANN: Objection as to form.
09:41:31 You can answer.
09:41:31 THE WITNESS: For the film Transformers we
09:41:40 uploaded the official approved trailer to YouTube.
09:41:44 BY MR. VOLKMER:
09:41:48 Q. Did you upload any other materials besides
09:41:50 the official trailer to YouTube?
09:41:52 A. We always only upload approved materials
09:41:56 that have been routed through the marketing
09:41:59 executives, talent and filmmakers VIA approved upload
09:42:04 account.
09:42:08 MR. VOLKMER: Move to restrike the response
09:42:10 as nonresponsive.
09:42:11 Q. Did you upload any other materials besides
09:42:13 the official trailer to YouTube with respect to the
09:42:16 Transformers promotional campaign?
09:42:19 MS. KOHLMANN: Objection.
09:42:20 You can answer.
09:42:24 THE WITNESS: For Transformers 2, which is
09:42:26 the film I was referencing, we uploaded the official
09:42:31 trailer and the official approved clips from the EPK.
09:42:37 BY MR. VOLKMER:
09:42:37 Q. What about for the original Transformers
09:42:40 movie, did Paramount's interactive marketing
09:42:43 department engage in any viral marketing of that film

09:42:46 using YouTube?
09:42:47 A. I don't recall.
09:43:00 Q. How long ago did Paramount upload the
09:43:03 Transformers 2 trailer to YouTube?
09:43:09 A. The Transformers 2 final trailer was earlier
09:43:16 this year. I don't recall specifically.
09:43:20 Q. So Paramount's interactive marketing
09:43:25 department has continued to use YouTube for
09:43:28 promotional purposes after this lawsuit was filed; is
09:43:31 that correct?
09:43:31 MS. KOHLMANN: Objection as to form.
09:43:33 You can answer.
09:43:34 THE WITNESS: Can you repeat the question,
09:43:37 please.
09:43:37 BY MR. VOLKMER:
09:43:37 Q. Sure. Paramount's interactive marketing
09:43:39 department has continued to use YouTube for
09:43:41 promotional purposes after this lawsuit was filed; is
09:43:44 that correct?
09:43:45 A. We use YouTube as we do any other website
09:43:48 that we're in business with, which is to upload
09:43:51 approved materials for the marketing of our films.
09:43:55 Q. Right. And my question was, did Paramount's
09:43:59 interactive marketing department continue to use
09:43:59 YouTube for promotional purposes after this lawsuit

09:44:01 was filed?
09:44:02 MS. KOHLMANN: Objection; asked and
09:44:02 answered.
09:44:12 You can answer.
09:44:13 THE WITNESS: As I said, YouTube is one of
09:44:15 many websites that we use to market our films with
09:44:17 approved materials.
09:44:19 BY MR. VOLKMER:
09:44:22 Q. That doesn't respond to the question though.
09:44:24 The question was, after this lawsuit was filed, did
09:44:28 Paramount continue to use YouTube to promote its
09:44:31 films?
09:44:31 MS. KOHLMANN: Objection; asked and answered
09:44:33 and getting argumentative.
09:44:35 You can answer.
09:44:36 THE WITNESS: We use YouTube to upload
09:44:41 approved marketing materials as we do any other
09:44:44 website that we're in business with.
09:44:46 BY MR. VOLKMER:
09:44:46 Q. And that practice of using YouTube to upload
09:44:49 approved marketing materials has taken place after
09:44:53 the filing of this lawsuit which is in March of 2007?
09:44:57 A. That is correct.
09:44:58 Q. The materials that Paramount's employees and
09:45:19 agents have uploaded to YouTube for promotional

09:45:22 purposes, those materials are authorized to be on the
09:45:25 YouTube service; is that right?
09:45:27 MS. KOHLMANN: Objection as to form.
09:45:33 BY MR. VOLKMER:
09:45:33 Q. You can answer.
09:45:34 A. I can only speak on behalf of my team.
09:45:37 Q. Sure. So the materials that were uploaded
09:45:41 by your team or by agents of Paramount at the
09:45:45 direction of your team, those materials that have
09:45:48 been uploaded to YouTube, they are authorized to be
09:45:51 on the YouTube service, correct?
09:45:52 MS. KOHLMANN: Objection as to form.
09:45:55 You can answer.
09:45:55 THE WITNESS: To the best of my knowledge,
09:45:58 my team has always had the direction of only
09:46:02 uploading approved materials.
09:46:06 BY MR. VOLKMER:
09:46:07 Q. Would you say that everything that your team
09:46:09 has uploaded or has approved to be uploaded, that set
09:46:14 of materials are authorized?
09:46:15 MS. KOHLMANN: Objection; vague.
09:46:19 You can answer.
09:46:20 THE WITNESS: I'm not sure I know what you
09:46:21 mean by "authorized."

10:19:04 A. Uh-huh.
10:19:05 Q. Were there any other instances in which a
10:19:08 Paramount marketing employee or agent uploaded clips
10:19:12 from that film to YouTube to promote the film?
10:19:15 MS. KOHLMANN: Objection.
10:19:17 THE WITNESS: To the best of my knowledge,
10:19:18 all materials were uploaded VIA the same destination
10:19:22 within YouTube.
10:19:23 BY MR. VOLKMER:
10:19:28 Q. And how about the film Blades of Glory, did
10:19:31 Paramount use YouTube to promote that film?
10:19:33 MS. KOHLMANN: Objection.
10:19:34 THE WITNESS: I believe so.
10:19:36 BY MR. VOLKMER:
10:19:36 Q. And how did Paramount use YouTube to promote
10:19:40 that film?
10:19:40 A. Uploading approved materials, clips, trailer
10:19:45 to YouTube.
10:19:45 Q. Was there a promotion or marketing campaign
10:19:59 on YouTube that you thought was more successful than
10:20:03 the others?
10:20:03 MS. KOHLMANN: Objection as to form; vague.
10:20:05 You can answer.
10:20:06 THE WITNESS: Not necessarily.

10:20:07 BY MR. VOLKMER:
10:20:18 Q. Are you aware of all the account names and
10:20:21 user names that Paramount has used to upload
10:20:23 materials to YouTube?
10:20:26 MS. KOHLMANN: Objection as to form.
10:20:30 THE WITNESS: No, I wouldn't say that I am.
10:20:32 BY MR. VOLKMER:
10:20:36 Q. Is there anyone in your department that
10:20:38 would know all of the account names and user names
10:20:41 that Paramount has used to upload materials to
10:20:44 YouTube?
10:20:44 MS. KOHLMANN: Objection as to form.
10:20:46 THE WITNESS: No, it's a large company.
10:20:48 BY MR. VOLKMER:
10:21:07 Q. In the ordinary course of your job, would
10:21:09 you or someone working for you keep a list of all the
10:21:13 user names that have been used to upload materials to
10:21:16 YouTube?
10:21:16 MS. KOHLMANN: Objection as to form.
10:21:21 THE WITNESS: For my specific department the
10:21:26 team member who is leading a campaign would have
10:21:31 knowledge of the accounts that he or she is using.
10:21:34 BY MR. VOLKMER:
10:21:43 Q. So is the answer to that question no?
10:21:45 MS. KOHLMANN: Objection.

10:21:47 THE WITNESS: Can you repeat the question?
10:21:48 BY MR. VOLKMER:
10:21:48 Q. Sure. In the ordinary course of your job,
10:21:50 would you or someone who worked for you keep a list
10:21:53 of all the YouTube user names or account names that
10:21:57 have been used to upload materials to the YouTube
10:22:00 service?
10:22:01 MS. KOHLMANN: Objection as to form.
10:22:04 You can answer.
10:22:04 THE WITNESS: My team members would keep
10:22:07 track of the user names that they specifically would
10:22:10 use.
10:22:15 BY MR. VOLKMER:
10:22:15 Q. And you said that Paramount was a big
10:22:16 company earlier. Are there circumstances in which
10:22:20 there were uploads of Paramount material to YouTube
10:22:23 for promotional reasons that occurred outside of the
10:22:28 purview of your department?
10:22:30 MS. KOHLMANN: Objection as to form.
10:22:32 THE WITNESS: I wouldn't know.
10:22:33 BY MR. VOLKMER:
10:22:42 Q. You never heard of any other departments at
10:22:46 Paramount uploading materials to YouTube for
10:22:51 promotional or marketing purposes?
10:22:53 MS. KOHLMANN: Objection as to form.

10:22:56 THE WITNESS: No.
10:22:56 BY MR. VOLKMER:
10:23:03 Q. Didn't you have occasion to view materials
10:23:05 on YouTube and make determinations about whether they
10:23:07 were authorized marketing material or not?
10:23:12 MS. KOHLMANN: Objection.
10:23:14 You can answer.
10:23:14 THE WITNESS: Can you repeat the question?
10:23:15 BY MR. VOLKMER:
10:23:15 Q. Sure. Didn't you have occasion in the
10:23:17 course of your employment to view materials on
10:23:20 YouTube and make determinations about whether they
10:23:22 were authorized marketing materials or not?
10:23:24 MS. KOHLMANN: Same objection.
10:23:25 You can answer.
10:23:25 THE WITNESS: In specific instances, yes.
10:23:28 BY MR. VOLKMER:
10:23:29 Q. In the course of performing that task, did
10:23:31 you ever come across marketing material that had been
10:23:37 uploaded to YouTube by Paramount but did not emanate
10:23:40 from your department?
10:23:42 A. No, I don't recall so.
10:23:50 MS. KOHLMANN: Bart, we've been going about
10:23:52 an hour. So if you get to a point you think we can
10:23:56 break, can we do that?

02:01:17 BY MR. VOLKMER:

02:01:25 Q. Didn't your frustrations with BayTSP removing approved Paramount marketing material from YouTube continue for some lengthy period of time?

02:01:35 MS. KOHLMANN: Objection as to form; vague.

02:01:37 You can answer.

02:01:38 THE WITNESS: No, I don't know that I would say that.

02:01:42 BY MR. VOLKMER:

02:01:43 Q. Didn't that frustration last for months that Bay continued to remove material that your department had either uploaded or approved to be on the YouTube service?

02:01:54 MS. KOHLMANN: Objection; asked and answered.

02:01:56 You can answer.

02:01:56 THE WITNESS: I don't recall the specific amount of time we had the disagreement.

02:02:04 BY MR. VOLKMER:

02:02:19 Q. As a result of BayTSP mistakenly removing marketing material from the YouTube service you asked that you have an opportunity to review material before it was taken down from YouTube; is that right?

02:02:36 MS. KOHLMANN: Objection; lacks foundation; form.

02:02:39

02:02:39 You can answer.
02:02:40 THE WITNESS: Can you repeat the question?
02:02:43 BY MR. VOLKMER:
02:02:44 Q. Sure. As a result of BayTSP mistakenly
02:02:47 removing marketing material from the YouTube service
02:02:51 you asked that you have an opportunity to review
02:02:54 material before it was taken down from YouTube; is
02:02:57 that right?
02:02:58 A. As part of our -- as part of determining how
02:03:02 our partnership would work, we did put several
02:03:05 practices in place that would help us both be able to
02:03:29 intelligently identify approved materials, one of
02:03:13 which was for them to call me and ask me, just as we
02:03:16 would ask any other party to call and ask me if
02:03:19 content was questionable.
02:03:42 Q. The reason that you would be called would be
02:03:43 to make a determination as to whether the material
02:03:45 that was proposed for removal, whether or not that
02:03:49 material was approved Paramount marketing?
02:03:53 MS. KOHLMANN: Objection as to form.
02:03:58 You can answer.
02:03:58 THE WITNESS: The process was put in place
02:04:00 not only to determine if content should be removed or
02:04:03 not, but to identify what our approved marketing
02:04:07 materials were so we could all be on the same page in

02:04:13 terms of what that material consisted of.
02:04:15 BY MR. VOLKMER:
02:04:19 Q. Did any other parties besides BayTSP ever
02:04:22 call you and ask whether material on online
02:04:29 video-sharing services was authorized or
02:04:34 unauthorized?
02:04:35 A. Yes.
02:04:35 Q. Who else called you?
02:04:37 A. Either call or e-mail, I should clarify.
02:04:40 Q. Sure.
02:04:40 A. Many -- all the time webmasters, different
02:04:44 websites, end-users, happens frequently.
02:04:49 Q. End-users would contact you and ask you
02:04:52 whether or not material on the Internet was approved
02:04:55 Paramount marketing material?
02:04:56 A. Yes.
02:04:57 MS. KOHLMANN: Objection; asked and
02:04:58 answered.
02:04:58 THE WITNESS: Pardon me, yes.
02:04:59 BY MR. VOLKMER:
02:05:03 Q. And that would take usually an e-mail
02:05:06 format; is that right?
02:05:07 MS. KOHLMANN: Objection.
02:05:08 THE WITNESS: Either e-mail or phone call,
02:05:15 depending on how a person could track me down.

02:05:33 MR. VOLKMER: Let's mark Exhibit 16.
02:05:34 (Powell Exhibit 16, document bearing
02:05:34 Bates number VIA 003724421, marked for
02:05:46 identification, as of this date.)
02:05:46 MS. KOHLMANN: Thank you.
02:05:47 BY MR. VOLKMER:
02:06:04 Q. Exhibit 16 is a document that was produced
02:06:06 by BayTSP in this litigation. It's an e-mail
02:06:11 exchange from June 26th and 27th, 2006. Al Perry
02:06:21 John Salter, Mark Ishikawa appear in this e-mail
02:06:25 thread.
02:06:25 Do you know who Mr. Perry is?
02:06:27 A. Yes.
02:06:29 Q. And what is his role at Paramount?
02:06:31 A. He works on Scott Martin's team, which is
02:06:36 the Paramount legal team.
02:06:39 Q. And who is Mr. Salter?
02:06:43 A. I'm not sure.
02:06:48 Q. And Mark Ishikawa ran BayTSP; is that right?
02:06:51 A. He works at BayTSP. I'm not sure of his
02:06:56 position.
02:06:56 Q. In Mark Ishikawa's e-mail to Mr. Salter he
02:07:08 writes:
02:07:08 Need to discuss how we get the
02:07:10 marketing people to let us know what

02:45:41 In light of all of the additional
02:45:43 focus on infringement on YouTube, I'm
02:45:45 checking with Scott to see if we are
02:45:46 taking down clips.
02:45:49 Do you know what the additional focus on
02:45:50 infringement that Mr. Perry references is?
02:45:54 MS. KOHLMANN: Objection. Are you asking
02:45:57 her as she sits here today?
02:46:00 MR. VOLKMER: Yeah, I'm asking her if she
02:46:02 has any understanding as to what Mr. Perry was
02:46:05 talking about.
02:46:05 MS. KOHLMANN: Objection; it's not on this
02:46:09 document; lacks foundation.
02:46:10 You can answer.
02:46:11 THE WITNESS: I am not clear on what he's
02:46:14 talking about.
02:46:33 MR. VOLKMER: Let's mark Exhibit 20.
02:46:36 (Powell Exhibit 20, document bearing
02:46:36 Bates number VIA 00431656, marked for
02:46:40 identification, as of this date.)
02:46:40 MS. KOHLMANN: Thanks.
02:46:48 BY MR. VOLKMER:
02:47:03 Q. Exhibit 20 is an e-mail exchange produced by
02:47:05 Viacom in this litigation. The e-mail thread took
02:47:11 place on October 15th and 16th, 2006. And the first

02:47:18 message in the thread you write to Tamar Teifeld and
02:47:23 Mickey Worsnup and you say:
02:47:26 Is this one of our approved
02:47:27 clips, question mark.
02:47:28 There's a YouTube URL and the subject line
02:47:32 is Flags of Our Fathers.
02:47:34 Do you know why you reached out to
02:47:39 Ms. Teifeld and Mr. Worsnup about the authorization
02:47:43 status of this clip?
02:47:44 A. I don't know specifically. I presume I was
02:47:46 in a meeting and asking them if they were in front of
02:47:49 a computer.
02:47:51 Q. And Ms. Teifeld responds:
02:47:55 Yes, these are clips from the
02:47:56 EPK.
02:47:57 A. Uh-huh.
02:47:57 Q. What is the EPK?
02:47:59 A. Electronic press kit.
02:48:00 Q. And are clips that are included in the EPK
02:48:06 that are uploaded to YouTube authorized to be on
02:48:09 YouTube?
02:48:09 MS. KOHLMANN: Objection.
02:48:11 THE WITNESS: On each specific film we put
02:48:14 together what's known as an EPK, which is a
02:48:18 collection of approved clips and content for any said

02:48:21 film. Those are the clips that are approved for
02:48:23 distribution online.
02:48:28 BY MR. VOLKMER:
02:48:31 Q. So if there's an EPK clip that's appearing
02:48:34 on YouTube, it's authorized to be on the YouTube
02:48:39 service, correct?
02:48:39 MS. KOHLMANN: Objection; misstates the
02:48:41 record.
02:48:42 THE WITNESS: Not necessarily.
02:48:43 BY MR. VOLKMER:
02:48:44 Q. Why is that?
02:48:45 A. Only the final approved locked color
02:48:50 corrected sound mixed final version of the EPK clips
02:48:53 are approved for distribution across YouTube and
02:48:59 other websites.
02:49:00 Q. But all the final versions meeting all the
02:49:10 criteria you just listed, those EPK clips are
02:49:13 authorized to be on the YouTube service, correct?
02:49:15 MS. KOHLMANN: Objection as to form.
02:49:16 THE WITNESS: Presumably, yes.
02:49:21 BY MR. VOLKMER:
02:49:28 Q. This is the same YouTube URL that's
02:49:32 referenced in the previous exhibit, Exhibit 19. Do
02:49:38 you know if you told Mr. Perry whether or not this
02:49:43 clip was authorized to be on YouTube?

02:49:45 A. I don't recall.
02:50:08 Q. The clip that's referenced in the e-mail on
02:50:11 Exhibit 20, that's a clip that was authorized to be
02:50:14 on YouTube, correct?
02:50:15 MS. KOHLMANN: Objection.
02:50:18 THE WITNESS: I would have to review the
02:50:19 clip to tell you.
02:50:20 BY MR. VOLKMER:
02:50:24 Q. Ms. Teifeld says, where you wrote to
02:50:27 Ms. Teifeld "Is this one of our approved clips?" And
02:50:30 she wrote back "Yes, these clips are from the EPK."
02:50:33 Based on this e-mail, isn't the most logical
02:50:40 inference that the clip being referenced here is one
02:50:43 that was approved by Paramount to appear on YouTube?
02:50:45 MS. KOHLMANN: Objection as to form.
02:50:47 THE WITNESS: Based on Tamar's e-mail she's
02:50:51 saying, yes, these clips are from the EPK, and hence
02:50:53 we would assume that, yes, they are approved clips.
02:50:57 BY MR. VOLKMER:
02:50:57 Q. And you had no reason to question
02:51:00 Ms. Teifeld's assessment, correct?
02:51:02 A. Correct.
02:51:13 Q. You did not ask that this clip be removed
02:51:16 from the YouTube service, did you?
02:51:18 A. I don't recall.

02:51:19 Q. Based on this e-mail in which Ms. Teifeld
02:51:24 says that they are approved clips that came from the
02:51:29 EPK, do you think that you asked anyone that these --
02:51:33 that this clip be removed?
02:51:34 MS. KOHLMANN: Objection.
02:51:39 THE WITNESS: I do not believe I would have
02:51:41 requested it to be removed, with the understanding it
02:51:43 was an approved clip from the EPK.
02:52:22 MR. VOLKMER: Let's mark Exhibit 21.
02:52:23 (Powell Exhibit 21 VIA11786487,
02:52:23 document bearing Bates number VIA11786487,
02:52:40 marked for identification, as of this date.)
02:52:40 BY MR. VOLKMER:
02:52:56 Q. This is an e-mail exchange from May 8th and
02:52:58 9th, 2007 produced by Viacom in this litigation.
02:53:04 In the first message in this thread Kristina
02:53:08 Tipton asked whether Paramount should leave up a
02:53:13 Transformers clip that appeared on the Ellen
02:53:17 Degeneres show; is that right?
02:53:18 A. Yes.
02:53:18 Q. And it says -- the message from Ms. Tipton
02:53:23 says:
02:53:24 Publicity wouldn't let us post
02:53:26 the clip officially online.
02:53:28 Why wouldn't publicity allow Paramount to

03:56:26 down.
03:56:28 Why did you need to speak with the publicity
03:56:29 department?
03:56:30 A. I don't recall.
03:56:31 Q. Who would you have checked with in the
03:56:35 publicity to determine -- in the publicity department
03:56:37 to make determinations about whether materials should
03:56:41 be removed from YouTube?
03:56:42 MS. KOHLMANN: Objection; calls for
03:56:42 speculation.
03:56:43 You can answer.
03:56:44 THE WITNESS: I would have asked whoever the
03:56:48 publicist handling that movie was.
03:56:49 BY MR. VOLKMER:
03:56:50 Q. And who was the publicist for the film
03:56:55 that's being discussed here, Jackass 2?
03:56:58 A. I don't recall.
03:56:59 Q. So were the publicists for Paramount films
03:57:08 engaged in the upload of materials to promote the
03:57:14 films?
03:57:16 MS. KOHLMANN: Objection.
03:57:17 You can answer.
03:57:17 THE WITNESS: No, not to the best of my
03:57:19 knowledge.

03:57:20 BY MR. VOLKMER:

03:57:22 Q. So why would you need to check with someone
03:57:24 in publicity before confirming which videos should be
03:57:28 taken down?

03:57:30 A. On certain films with unique circumstances,
03:57:33 as with the film Jackass, certain clips were approved
03:57:37 for different usages. Some were only approved for
03:57:41 online and some were only approved to live in the
03:57:45 offline world.

03:57:47 Q. Are you saying that you needed to check with
03:57:57 publicity to determine whether clips were permitted
03:58:04 to be marketed in the online world in the case of
03:58:07 Jackass 2?

03:58:11 MS. KOHLMANN: Objection to form.

03:58:12 You can answer.

03:58:13 THE WITNESS: To the best of my knowledge,
03:58:16 yes. In the film Jackass 2 we had specific
03:58:21 strategies put in place as to where clips would be
03:58:25 positioned and distributed.

03:58:28 BY MR. VOLKMER:

03:58:29 Q. And the publicity department was in charge
03:58:30 of that decision?

03:58:32 A. I don't know that I would say they were in
03:58:35 charge of it. They were -- it was a collaboration
03:58:38 with the publicity department to make those

03:58:40 determinations.
03:58:41 Q. But here Jackass 2 clips had been syndicated
03:58:45 by the interactive marketing department, right?
03:58:48 MS. KOHLMANN: Objection.
03:58:49 THE WITNESS: As the e-mail indicates, some
03:58:51 of the clips were. All of the clips that we
03:58:55 syndicated had an official warning before the clips.
03:59:00 BY MR. VOLKMER:
03:59:07 Q. Right. So what was the purpose of checking
03:59:09 with the publicity department if you knew that your
03:59:12 department had engaged in online viral marketing of
03:59:18 Jackass 2?
03:59:18 MS. KOHLMANN: Objection; asked and
03:59:18 answered.
03:59:20 You can answer.
03:59:21 THE WITNESS: We did not have a viral
03:59:23 marketing campaign for Jackass 2. All we had was the
03:59:27 syndication of a very specific set of clips, all of
03:59:30 which had a warning in front of them.
03:59:34 BY MR. VOLKMER:
03:59:34 Q. Why did you need to check with publicity if
03:59:36 you had engaged in a syndication marketing strategy
03:59:42 online with respect to Jackass 2?
03:59:44 A. With --
03:59:44 MS. KOHLMANN: Objection; asked and

Schapiro Exhibit 28

To: "Kevin Donahue" <kevin@youtube.com>
From: "Julie Supan" <julie@youtube.com>
Cc:
Bcc:
Received Date: 2006-05-10 23:00:18 GMT
Subject: Fw: wiredset - working together

Sounds like another Deep Focus opp except paid ;)
-----Original Message-----
From: "Grant Johmann" <grant@wiredset.com>
Date: Wed, 10 May 2006 17:19:33
To:<julie@youtube.com>
Subject: wiredset - working together

Hi Julie,

My name is Grant - I work over at Wiredset - an online marketing agency in NYC. We are all huge fans of YouTube and we upload many of our clients videos to the service. Our best performing videos of the moment are a music video from Flyleaf (over 400,000 views) and weekly clips from the new MTV show - Call to Greatness.

My purpose for this email is to introduce myself, say hi, and hopefully get to know you better and work with YouTube at a higher level. We work with every major label and have clients all over the entertainment industry - and we always get video from them specifically for YouTube.

I'd love to chat over the phone about all possibilities of working together. We are a forward thinking company like yours and have limitless potential for marketing ideas.

I'm mostly free on Thursday and Friday - pls let me know what day/time works best for you.

Look forward to hearing from you.

Thanks,

Grant

--
[Grant M. Johmann]
Wiredset LLC
grant@wiredset.com: <mailto:grant@wiredset.com>
212-242-3400

Wiredset
425 W 13th St.
Suite 504
New York, NY 10014

Eighteen
Visions: <http://myspace.com/eighteenvisions>

Call to Greatness

As Fast As

Jamie
Foxx: <http://myspace.com/jamiefoxx>

Schapiro Exhibit 29

UNITED STATES DISTRICT COURT

FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC,	)	
Plaintiffs,	)	
vs.	)	NO. 07-CV-2203
YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,	)	
Defendants.	)	
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., et al., on behalf of themselves and all others similarly situated,	)	
Plaintiffs,	)	
vs.	)	NO. 07-CV-3582
YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,	)	
Defendants.	)	

VIDEOTAPED DEPOSITION OF KYLE BONICI
SAN FRANCISCO, CALIFORNIA
WEDNESDAY, APRIL 22, 2009

BY: ANDREA M. IGNACIO HOWARD, CSR, RPR, CLR
JOB NO. 16739

APRIL 29, 2009

9:13 a.m.

VIDEOTAPED DEPOSITION OF KYLE BONICI, held at the offices of WILSON, SONSINI, GOODRICH & ROSATI, One Market Street, Spear Tower, San Francisco, California, pursuant to notice, before ANDREA M. IGNACIO HOWARD, CLR, CCRR, RPR, CSR License No. 9830.

A P P E A R A N C E S:

FOR THE PLAINTIFFS VIACOM INTERNATIONAL INC.:

SHEARMAN & STERLING, LLP

By: KIRSTEN CUNHA, Esq.

599 Lexington Avenue

New York, New York 10022-6069

(212) 848-4000 kirsten.cunha@shearman.com

FOR THE DEFENDANTS YOUTUBE, INC., YOUTUBE, LLC and GOOGLE, INC.:

WILSON SONSINI GOODRICH & ROSATI, LLP

By: MICHAEL H. RUBIN, Esq.

NEMA MILANINIA, Esq.

650 Page Mill Road

Menlo Park, California 94304

(650) 493-9300 mrubin@wsgr.com

ALSO PRESENT:

PARAMOUNT PICTURES

By: PAUL KOENIG, Esq.

5555 Melrose Avenue

Hollywood, California 90038-3197

(323) 956-5882 paul_koenig@paramount.com

A P P E A R A N C E S: (Continued.)

ALSO PRESENT: Ken Reeser, Videographer.

---oOo---

09:49:41 A I don't know.

09:49:42 Q You don't know?

09:49:45 A Huh-uh.

09:49:46 Q Do you know how you would find that out?

09:49:53 A I could, you know, educate myself and go in and try to, but I don't -- I don't know currently.

09:49:58 Q Has anyone at Paramount ever expressed concern over negative comments appearing around Paramount content on the YouTube service?

09:50:13 A Not that I recall. Possibly, but not that I recall.

09:50:18 Q How many videos have you uploaded to the Paraccount?

09:50:24 A I don't recall the amount.

09:50:25 Q Roughly.

09:50:26 A I couldn't give an accurate estimation. I'm sorry. I couldn't give an accurate estimation, I'm sorry. I'd have to see, like, what's been uploaded, and I could tell you if I uploaded those, but...

09:50:46 MR. RUBIN: I'd like to mark Exhibit 4.

09:50:47 (Document marked Bonici Exhibit 4

09:51:04 for identification.)

09:51:04 THE WITNESS: Thank you.

09:51:05 MR. RUBIN: Q. Mr. Bonici, this Exhibit 4 is

09:51:07 a document that someone in my office printed out also
09:51:13 on April 28th. This is a listing of all of the videos
09:51:17 currently active in the Paraccount in order of most
09:51:22 viewed.
09:51:24 A Uh-huh. Would you like me to go in --
09:51:30 Q Do you recognize this?
09:51:31 MS. CUNHA: There's no question yet.
09:51:32 THE WITNESS: Sorry.
09:51:33 MR. RUBIN: Q. Do you see it says there are
09:51:35 "96" videos active in the Paraccount?
09:51:38 A Yes.
09:51:39 Q Have you ever removed a video from the
09:51:42 Paraccount?
09:51:46 A I can't recall.
09:51:46 Q Do you know if anyone else has ever removed a
09:51:49 video from the Paraccount?
09:51:51 A I don't know.
09:51:52 Q Do you know if anyone else other than you
09:52:03 have uploaded videos to the Paraccount?
09:52:08 A Not that I recall.
09:52:09 Q Have you ever given third parties access to
09:52:12 the account credentials for the Paraccount?
09:52:15 A I don't know.
09:52:17 Q You don't know if you've done that?

09:52:19 A Oh, personally me? No, I don't recall me
09:52:22 ever doing it.
09:52:22 Q Do you know if anyone else at Paramount has
09:52:25 ever done that?
09:52:26 A I don't know.
09:52:27 Q Do you believe that the uploading of
09:52:37 Paramount content to the Paraccount has been an
09:52:40 effective marketing tool for Paramount?
09:52:40 MS. CUNHA: Objection to form.
09:52:41 THE WITNESS: Please repeat the question.
09:52:43 MR. RUBIN: Q. Do you believe the uploading
09:52:44 of Paramount content to the Paraccount has been an
09:52:49 effected -- effective marketing tool for Paramount?
09:52:52 MS. CUNHA: Same objection.
09:52:53 THE WITNESS: I don't know. I'm -- I don't
09:52:56 know. I'm unaware if it's been effective or not.
09:53:02 MR. RUBIN: Q. You continue to do it to this
09:53:05 day; is that right?
09:53:05 A Uh-huh.
09:53:06 Q Does Paramount continue to engage in
09:53:09 promotional strategies it believes to be ineffective?
09:53:13 MS. CUNHA: Objection to form.
09:53:14 THE WITNESS: We're not sure it's
09:53:15 ineffective, or we're not sure it's effective either.

Schapiro Exhibit 30

Videos (96)

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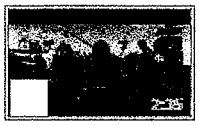


Tropic Thunder Trailer - 8.15.08
1 year ago
6,186,562 views

Cloverfield "Incredible" TV Spot
1 year ago
2,327,741 views

Freedom Writers Trailer - YouTub...
2 years ago
1,146,601 views

See SHOOTER, Now In Theaters!
2 years ago
771,420 views

The Heartbreak Kid Trailer
1 year ago
680,359 views

Hot Rod Now in Theaters!!
1 year ago
677,228 views

The Ruins Trailer
1 year ago
668,111 views

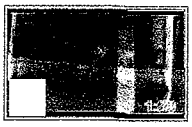
The Heartbreak Kid - Now Playing!
1 year ago
658,255 views

Hot Rod In Theaters August 3!!!
1 year ago
644,908 views

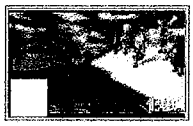
Stardust Trailer 1
1 year ago
605,637 views

The Last Kiss - Now Playing in T...
2 years ago
411,542 views

New Star Trek Trailer (2009) - O...
5 months ago
402,624 views



Bee Movie Trailer 5
1 year ago
327,382 views



Bee Movie Trailer 1
1 year ago
228,956 views

Last Kiss: A Day in the Life of ...
2 years ago
158,630 views

Bee Movie Featurette 1
1 year ago
155,512 views

Last Kiss: A Day in the Life of ...
2 years ago
154,179 views

Spiderwick Chronicles
1 year ago
149,667 views

Perfume - Trailer #1
2 years ago
147,887 views

Will's Humps!
2 years ago
134,764 views

1 2 3 4 5 Next

DATE: 4.29.09 EXHIBIT# 4
DEPONENT: Bonici, K
CASE: Viacom, et al., v. YouTube, et al., The Football Association Premier League, et al., v. YouTube, et al., Case Nos. 07-CV-2203 and 07-CV-3582

A. Ignacio Howard, CSR, RPR, CCRR, CLR, No. 9830

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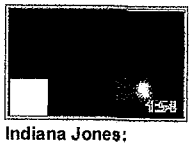
Norbit: Meet Rasputia
2 years ago
122,069 views

Drillbit Taylor Trailer
1 year ago
115,714 views



Indiana Jones: Kingdom of the Cr...
11 months ago
96,811 views

Charlotte's Web - Gag Reel
2 years ago
74,999 views

Bee Movie Trailer 3
1 year ago
73,553 views

See Disturbia This Weekend! New...
2 years ago
69,500 views

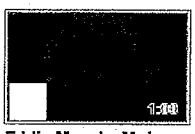
Shine A Light Trailer
1 year ago
54,798 views

Bee Movie Trailer 2
1 year ago
49,519 views

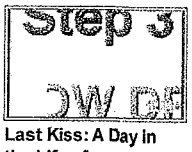
Spiderwick Chronicles Trailer 2
1 year ago
48,420 views

I Love You Man, Trailer (2009) -...
4 months ago
34,527 views

Broken Bridges Trailer
2 years ago
31,981 views



Eddie Murphy Make-Up Sequence
2 years ago
31,354 views

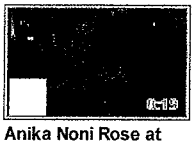


Last Kiss: A Day in the Life of ...
2 years ago
30,721 views

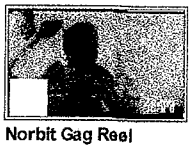
Beyonce at the premiere of Dream...
2 years ago
28,934 views

Norbit Clip: "Don't Adjust My Seat"
2 years ago
27,152 views

Last Kiss: A Day in the Life of ...
2 years ago
24,450 views



Anika Noni Rose at the premiere ...
2 years ago
24,263 views



Norbit Gag Reel
2 years ago
21,991 views

Things We Lost in the Fire Trailer
1 year ago
21,765 views

Jennifer Hudson at the premiere ...
2 years ago
21,669 views

Videos (96)

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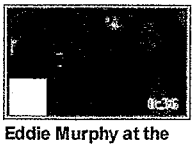
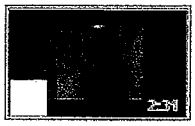


Eddie Murphy at the premiere of ...
2 years ago
20,263 views

Zodiac Trailer
2 years ago
19,837 views

Dreamgirls Red Carpet Premiere i...
2 years ago
18,669 views

Hot Rod Trailer 1
1 year ago
18,420 views



Hot Rod - Trailer 2
1 year ago
15,937 views

Imagine That Trailer (2009) - Of...
3 months ago
15,871 views

Last Kiss: A Day in the Life of ...
2 years ago
13,729 views

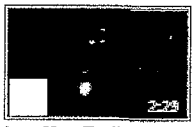
Monsters vs Aliens Teaser Traile...
3 months ago
13,561 views

Last Kiss: Day in the Life with ...
2 years ago
13,519 views

Last Kiss: A Day in the Life of ...
2 years ago
11,796 views

Last Kiss: A Day in the Life of ...
2 years ago
11,246 views

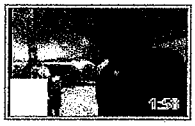
Hotel for Dogs - Teaser Trailer
10 months ago
10,733 views



Iron Man Trailer
1 year ago
10,169 views

Last Kiss: Day in the Life with ...
2 years ago
9,837 views

Shooter Trailer
2 years ago
9,288 views



Last Kiss: A Day in the Life of ...
2 years ago
8,397 views

Cloverfield Trailer 2 1-18-08
1 year ago
7,247 views

Jamie Foxx at the premiere of Dr...
2 years ago
7,100 views

Last Kiss: Day in the Life with ...
2 years ago
6,770 views

Madagascar: Escape 2 Africa
10 months ago
6,706 views

Videos (96)

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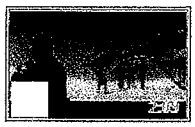
Transformers Contest - WIN a tri...
2 years ago
5,940 views

The Ruins "Excavation" TV Spot
1 year ago
5,694 views

Beowulf Trailer
1 year ago
5,677 views

Strange Wilderness Trailer
1 year ago
5,583 views



Transformers Trailer
2 years ago
5,413 views

Stop-Loss Trailer
1 year ago
5,248 views

Monsters vs Aliens - 3/27/09
3 months ago
4,872 views

Transformers tv spot Discovery30
1 year ago
4,636 views

Last Kiss: A Day in the Life of ...
2 years ago
4,465 views

Last Kiss: A Day in the Life of ...
2 years ago
4,235 views

Shrek the Third Trailer
2 years ago
4,019 views

The Ruins "Skin" TV Spot
1 year ago
4,018 views

Eagle Eye - Theatrical Trailer 1
10 months ago
3,122 views

Danny Glover at the premiere of ...
2 years ago
2,553 views

Transformers Trailer - Hidden
1 year ago
1,921 views

Transformers: Revenge of the Fal...
1 month ago
1,664 views

Dreamgirls director Bill Condon ...
2 years ago
1,445 views

Dance Flick Trailer - 8/14/09
3 months ago
1,136 views

Eagle Eye - Teaser Trailer
10 months ago
1,063 views

Transformers Trailer
2 years ago
1,027 views

Videos (96)

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Monsters vs Aliens: First Look -...
3 months ago
911 views

Indiana Jones: KOTCS TVSpot4
11 months ago
845 views

The Soloist - Trailer
1 month ago
734 views

G.I. Joe - Big Game TV Spot
1 month ago
660 views

Indiana Jones TVSpot8 - RETURN
11 months ago
652 views

Indiana JonesTVSpot9
11 months ago
516 views

Star Trek - Big Game TV Spot
1 month ago
499 views

Transformers: Revenge of the Fal...
1 month ago
439 views

Transformers Trailer - Destiny
1 year ago
337 views

Indiana Jones TVSpot3 - LEGEND
11 months ago
303 views

Indiana Jones TVSpot6 - RESTING ...
11 months ago
239 views

Indiana Jones TVSpot5 - WAITING
11 months ago
224 views

Indiana Jones TVSpot7 - CONTROL
11 months ago
197 views
no rating

Eddie Murphy in Imagine That: TV...
2 weeks ago
167 views

Eddie Murphy in Imagine That: TV...
2 weeks ago
160 views

Previous 1 2 3 4 5

Schapiro Exhibit 31

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC,	)	
Plaintiffs,	)	
vs.	)	CASE NO. 07-CV-2203
YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,	)	
Defendants.	)	
THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., ET AL., ON BEHALF OF THEMSELVES AND ALL OTHERS SIMILARLY SITUATED,	)	
Plaintiffs,	)	
vs.	)	CASE NO. 07-CV-3582
YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,	)	
Defendants.	)	

VIDEOTAPED DEPOSITION OF CUONG LAM
New York, New York
Thursday, August 6, 2009

JOB NO: 17462

A P P E A R A N C E S:

FOR THE VIACOM PLAINTIFFS:

JENNER & BLOCK, LLP
BY: SCOTT B. WILKENS, ESQ.
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202-639-6072
swilkens@jenner.com

FOR DEFENDANT GOOGLE:

WILSON SONSINI GOODRICH & ROSATI, PC
BY: BART E. VOLKMER, ESQ.
650 Page Mill Road
Palo Alto, California 94304-1050
650-493-9300
bvolkmer@wsgr.com

ALSO PRESENT:

AYDALINE GARCIA, VIDEOGRAPHER

C. LAM

Did you create that account?

MR. WILKENS: Objection to the form of the question.

13:22:52 You can answer.

A. The agency that we hired created that account.

Q. Which agency?

A. Deep Focus.

13:23:27 Q. I'd like to mark Exhibit 1.

(Lam Exhibit 1, E-mail, dated October 16, 2006, with attachment, Bates Numbered VIA 10390550 to VIA 10390552 marked for identification.)

13:23:56 (Document review.)

Q. And Exhibit 1 is an e-mail message that was sent from Cuong Lam to Tina Exarhos, Lisa Preston and Joe Armenia on Monday, October 16, 2006.

13:24:28 Do you recognize this document, Mr. Lam?

A. Yeah.

Q. And this is an e-mail message that you sent to Ms. Exarhos, correct?

13:24:40 A. It looks that way, yes.

C. LAM

Q. And the message says:

"Attached is the MTV2 digital assets distribution chart starting with Andy/Wonder Showzen"?

A. That's correct.

Q. And Wonder Showzen is also a program that appeared on MTV2, is that right?

A. Yes, that is correct.

13:25:06 Q. If you could turn to the attachment, which is on the next page.

The attachment is entitled, "MTV2 Program Promotion Digital Assets Distribution 2006 (10-13-06)."

13:25:19 Did you create this chart?

A. Yes.

Q. And do you believe that the data contained in this chart is accurate?

A. It's pretty accurate, yes.

13:25:35 Q. And this chart shows that a number of clips were uploaded to YouTube for various MTV2 programs, including Andy Milonakis Show, Wonder Showzen and Celebrity Death Match, Where My Dogs At?, Chico & Guapo, Final Fu, and All That Rocks.

13:26:03 Did MTV2 upload materials to YouTube

to promote those programs?

MR. WILKENS: Objection to the form.

A. Yes.

13:26:19 Q. And the clips from those programs were uploaded to YouTube with MTV2's authorization, correct?

MR. WILKENS: Objection to the form.

A. They were uploaded to the MTV2 account

13:26:30 on YouTube as they were across the Internet.

Q. And by uploading the materials to the MTV2 account, MTV2 was authorizing those materials to appear on the YouTube service, is that right?

13:26:52 MR. WILKENS: Objection to the form.

A. Yes.

Q. And the purpose of uploading clips from those shows to YouTube was to promote the underlying programming, right?

13:27:05 MR. WILKENS: Objection to the form.

A. The purpose of uploading clips onto YouTube, as well as various sites listed on this document, was to use these sites outside of MTV universe as platforms to promote our shows.

13:27:24 Q. Who is Jeff Castaneda.

A. Jeff Castaneda, I believe, is a director in PR, public relations communications.

I don't know what the official title

13:27:36 is.

Q. And Mr. Castaneda uploaded clips from Wonder Showzen and the Andy Milonakis Show to various Internet Web sites to promote those programs, right?

13:27:52 MR. WILKENS: Objection to the form.

A. I'm not sure if he uploaded it himself or what. I'm not sure.

Q. Did you ever communicate with Mr. Castaneda by instant message?

13:28:02 A. I don't think so. I'm pretty -- no.

Q. Earlier you said that you weren't sure if Mr. Castaneda uploaded certain materials himself.

Which materials were you referring to?

13:28:22 MR. WILKENS: Objection.

Mischaracterizes the testimony.

A. I'm not -- I'm not sure. I am not sure as to what Jeff did or did not do. I'm not aware of his work.

13:28:44 Q. Do you recall Mr. Castaneda being

Schapiro Exhibit 32

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., et al., on behalf of themselves and all others similarly situated,	)	
Plaintiffs,	)	
vs.	)	Case No. 07CV3582
YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,	)	
Defendants.	)	

VIDEOTAPE DEPOSITION OF STEPHEN FARRELL
NEW YORK, NEW YORK
TUESDAY, JULY 14, 2009

JOB NO. 17249

7ac82ef5-2518-4f42-aa93-8457eb02a67b

July 14, 2009

10:09 a.m.

VIDEOTAPED DEPOSITION OF STEPHEN FARRELL, held at the offices of Mayer Brown, LLP, 1675 Broadway, New York, New York, pursuant to notice, before Rebecca Schaumloffel, Registered Professional Reporter and Notary Public of the State of New York.

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A P P E A R A N C E S

FOR THE PLAINTIFFS VIACOM INTERNATIONAL, INC.:

SHEARMAN & STERLING LLP
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FOR THE DEFENDANTS:

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Jmancini@mayerbrown.com
Asjacover@mayerbrown.com

ALSO PRESENT:

Carlos King, Videographer
Emily Nash

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A. In my current position, I sometimes suggest that, though the actual determination is not made by me, it is usually made by the media department.

Q. I understand. In your current company, do you have written materials that you provide to clients about the marketing potential for these types of activities?

A. Specifically for stealth placement of these kinds of things, I am not aware of written materials on that.

Q. Okay. And by the way, is Viacom a current client of your company in your current position?

A. No.

Q. So you're not doing any work for Viacom today?

A. No.

Q. How about any Viacom entities?

A. Not that I am aware of, no.

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FARRELL

Q. And Spike is not a current client of yours?

A. Nope.

13:51:42 Q. Were you involved in the effort to create an official channel for Spike on YouTube?

A. Yes.

Q. And when did you first

13:52:23 become involved in that effort?

A. I don't recall specific dates.

Q. Whose idea was it to create a Spike channel on YouTube?

13:52:41 A. I don't recall specifically, but I know I was involved.

Q. It is fair to say, at some point, Spike channel was launched on YouTube, correct?

13:52:57 A. Yes.

Q. During your tenure?

A. Yes.

Q. Do you recall how long that Spike channel actually existed on the

13:53:04 YouTube website, approximately?

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FARRELL

A. Approximately, over six months, under a year.

Q. What type of content was posted to that Spike channel on YouTube?

A. Short, approved clips of Spike -- a variety of Spike programming.

Q. Who made the decision of which clips to feature on that channel?

A. Combination of folks from my group and digital and programming and legal.

Q. Was one of the reasons you wanted a Spike channel on YouTube, to drive traffic to your television and website presence for Spike?

A. To promote both properties, yes.

Q. Did you need any sign-off on that decision to launch this channel?

A. I don't recall.

Q. Was it your ultimate decision?

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FARRELL

A. I don't recall whether I needed sign-off or it was my ultimate decision.

13:54:21 Q. Do you recall how much content was ultimately posted to the Spike channel on YouTube?

A. Not specifically, no.

Q. Do you recall ever

13:54:46 monitoring the traffic to that channel, to that Spike channel on YouTube?

A. Yes.

Q. What is your recollection of the traffic to that channel on YouTube?

13:54:59 A. I recall we got a few thousand subscribers and then traffic was split up by, you know, whatever clips were up there. It wasn't like a whole number, you know, as far as what

13:55:24 we got from that channel. It was usually broken up by clips and, you know, how many people we had coming.

Q. Some clips were more popular than others?

13:55:33 A. Yes.

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Schapiro Exhibit 33

Marketing Meeting Minutes
September 19, 2007

New Projects (Taylor, Kahner):

- Honda Battle of the Bands (9/24 – 10/29)
- Event happens in GA every January. Never been a DVD in the past but there has been such a high demand in the past. This DVD has footage from January 2006 event.
- Client's goal to sell 30,000 DVDs.
- Working in conjunction with Flowers Communications (w/ Ron Childs).
- Campaign components: Online publicity, Promotions, and Grassroots

Coming Up (Kahner):

- Ignited/Bleach (10/1 – 10/31)
  → Video game. Also on Adult Swim. Anime.
  → Video game release date: October 9th
  → 4 weeks of grassroots. Also a Dedicated Email slated to be sent on October 9th (game release day)
- NBC/Talent Scout (TBD) - more info to come later

Partner Update (Christy, My-lan, Michelle):

Funny Or Die http://www.funnyordie.com/ **(Christy)**

- Traffic: 775k (NetRatings), 1.8 million (Quantcast), 500k (Compete)
- Video upload site. Will Ferrell is co-owner. Infamous for Landlord Pearl video.
- Celebrities and comedies upload their videos to site. Now site wants more access to musicians and this is where we come in.
- Will write skits, film, edit, and produce everything. We just need to bring the artist to them
- Coming Up: MTV, Fall Out Boy
  → will be the first one from us. Premise = fake press release where they will only ask questions about Ashlee Simpson. Will also have MTV tie-in. Rap Superstars interview FOB asking them what it's like growing up in the 'hood.
- Early pitch to Bon Jovi. Premise = Jon Bon Jovi walks around reciting lyrics to his songs.
- They will allow us to do any promotion as long as there is a celebrity tie-in. Ex. Will not do Jig-A-Loo promo sans celebrity factor
- Please come to Christy if you have artists/clients in mind for this partnership

XXL Magazine http://www.xxlmag.com/ **(Ben)**

- Traffic: 102k (NetRatings), 326k (Quantcast), 190k (Compete)
- New contest partner . Will be working our Vegoose promotion. Rotating contest on their front page. Contest went live this morning
- Hip-hop audience. Male leaning demographic.
- Better than Source or Vibe magazines
- They have a new marketing director who is great.

Snorg Tee's http://www.snorgtees.com/ **(Michelle)**

- Traffic: 200k (NetRatings), 240k (Quantcast), 175k (Compete)
- T-shirt company. Somewhat similar to Threadless. Their shirts are the ones with weird slogans/phrases from movies, television, and popular culture.
- Early discussions . They have never done promotions or anything new before so they are a bit nervous. They haven't really known what to do with site since it has blown up.
- Company started by 4 guys right out of college 4 years ago. Site is very basic. Lots of potential for us to do promo.
- They have a newsletter (no stats on this yet) but it is pretty bland. Lots of room for us to work with this newsletter, too.
- Demographic = college student

- Pitched The Honorary Title. More pitches to come. Please speak to Michelle if you have any ideas

Publicity Update (My-lan):

MTV Leak: Celebrity Rap Superstar

- Perez Hilton threw a temper tantrum and MTV wanted the world to know about it
- "Leaked" video clip uploaded to IFILM and YouTube
  → covert operation. Noone can know that Fanscape or MTV is involved in this.
  → My-lan emailed gossip blogs with fake email address (gossipgirl40).
    - Not many sites picked it up except the smaller blogs (who pick up anything thrown their way)
    - TMZ picked up video but put it up on their media player, not our YouTube link. Same with iFIlm.
    - By Saturday midnight there were 1,000 views on YouTube (that My-lan put up)
    - Gawker put up leak #2 yesterday at 1pm and today there have been 7,000 views
    - We should Digg the video. Also, should use Tube Mogul from start to be able to track views everywhere
    - Is this against WOMMA? Room feels WOMMA doesn't apply because this is the PR/gossip blog world and stunts/leaks/tips happen all the time.
    - Huge success with leaks for MTV. MTV will most likely do this more often. Our publicity team can only benefit from learning experience. See what works and what doesn't.

Media Update (Lisa)

Fanscape Survey: Mobile

- Results from a brief survey. Asked people whether or not they would be interested in receiving an EMAIL newsletter vs. newsletter on their CELL PHONES (about the latest mobile tech and promotions)
  → Almost 50% prefer email to mobile
  → Almost 75% said they were NOT interested in newsletters on their cells
- What's it all mean?
  → we should insert mobile info into newsletters.
  → people are still afraid of giving out their mobile number due to unexpected charges and the like. Odd because mobile technology is getting better. Stigma still lingers.
  → maybe reassure people that they will not get charged crazy fees. Also give them free prize for participating?

Fanscape stats

- Traffic analysis data report
- August 1 = 1 million in our database
- Fanscape newsletter open rate = 8.4%
- Dedicated email open rate = 23%
- Industry average for newsletter open rates = 8%
- Fanscape.com views for August = 160,820
- Contests page views = 19,990
- Blog page views = 5,000 (up from 815 views in May). Should update blog regularly with compelling content to continue to drive traffic
- Fanfeeds = 1.37 million views. Not sure which fanfeed is getting most views.
- Please ask Lisa Jenkins for more info regarding stats.
- JP and Lisa are working on benchmark grid for more conclusive data to compare to. More authority to our numbers.

Schapiro Exhibit 34

Subject: RE: disturbia / paris
From: "Powell, Amy - Paramount" [redacted]
To: Wahtera, Megan - Paramount; Simard, Stephanie - Paramount; Chiang, Cat - Paramount; Teifeld, Tamar - Paramount
Cc: Date: Mon, 11 Jun 2007 15:24:59 +0000

should definitely not be associated with the studio- should appear as if a fan created and posted it.

From: Wahtera, Megan - Paramount
Sent: Mon 6/11/2007 7:34 AM
To: Powell, Amy - Paramount; Simard, Stephanie - Paramount; Chiang, Cat - Paramount; Teifeld, Tamar - Paramount
Subject: RE: disturbia / paris

hi amy -

we will definitely get this posted.
we assume you want kt/tt to go out to webmasters, plus for us to upload to viral video sites.

for viral video sites - can you confirm you want us to post from random accnts that are not paramount related?

thanks!
megan

-----Original Message-----
From: Powell, Amy - Paramount
Sent: Sun 6/10/2007 4:56 PM
To: Simard, Stephanie - Paramount; Wahtera, Megan - Paramount; Chiang, Cat - Paramount; Teifeld, Tamar - Paramount
Subject: disturbia / paris

see below... can you guys get this posted? it's funny.

From: Sauter, Jeremy - Paramount
Sent: Fri 6/8/2007 7:00 PM
To: Powell, Amy - Paramount; Rich, Gerry - Paramount; Waldman, David - Paramount; Vollman, Michael - Paramount
Subject: Fw: Posted

Amy -
Want to post this?
J-

Jeremy Sauter
Paramount Pictures

----- Original Message -----
From: Mark Lipsky [redacted]
To: Sauter, Jeremy - Paramount
Sent: Fri Jun 08 18:56:45 2007
Subject: Posted

Jeremy,
We have posted Disturbia "Paris" :30 V.1 to our website. I have listed

log in information below.

Once you log in you will come to a page with a Disturbia Icon on it and it will bring you to another page with a file tree on the left hand side. Click the top file that will say Disturbia. This will bring you to another page with a thumbnail in the center of the page. To download the spot option click the download icon below the thumbnail. If you want to watch the spot on the website click the thumbnail then click the click here to play icon and wait for them to load. Give me a call with any questions.

Mark

link:
http://secure.wiredrive.com/clients/buddhajonestrailers/wd/folder/55341/list

Schapiro Exhibit 35

Subject: RE: FW / YT
From: "Powell, Amy - Paramount" [redacted]
To: Tipton, Kristina - Paramount; Wahtera, Megan - Paramount; Simard, Stephanie - Paramount; Bordo, Sara - Paramount
Cc: Date: Fri, 17 Nov 2006 17:52:12 +0000

Sorry, but I don't understand...?

Amy Powell
Senior Vice President
Interactive Marketing
Paramount Pictures
[redacted]

From: Tipton, Kristina - Paramount
Sent: Friday, November 17, 2006 9:46 AM
To: Powell, Amy - Paramount; Wahtera, Megan - Paramount; Simard, Stephanie - Paramount; Bordo, Sara - Paramount
Subject: RE: FW / YT

Hi Amy,

To add it, it was temporarily added to our BeHeard favorites, but immediately taken off. There is no way to tell who submitted the video, or that the video was at one time listed under our favorites.

Let me know if you have any questions.

Kristina Tipton

Paramount Pictures

Interactive Coordinator, Promotions & Publicity

323-956-8453

From: Powell, Amy - Paramount
Sent: Friday, November 17, 2006 9:22 AM
To: Tipton, Kristina - Paramount; Wahtera, Megan - Paramount; Simard, Stephanie - Paramount; Bordo, Sara - Paramount
Subject: RE: FW / YT

Grt. Lets just be super careful with how we're linking it, etc. I would have someone out of house be the conduit.

Amy Powell
Senior Vice President
Interactive Marketing
Paramount Pictures
[redacted]

From: Tipton, Kristina - Paramount
Sent: Friday, November 17, 2006 9:21 AM
To: Powell, Amy - Paramount; Wahtera, Megan - Paramount; Simard, Stephanie - Paramount; Bordo, Sara - Paramount
Subject: RE: FW / YT

Yes, we have the LAPD video on our group, and I'll leave a post in the comments for the LAPD video linking back to our group.

Let me know if you have any questions.

Kristina Tipton

Paramount Pictures

Interactive Coordinator, Promotions & Publicity

323-956-8453

From: Powell, Amy - Paramount
Sent: Friday, November 17, 2006 7:55 AM
To: Wahtera, Megan - Paramount; Simard, Stephanie - Paramount; Tipton, Kristina - Paramount; Bordo, Sara - Paramount
Subject: FW / YT
Importance: High

i'm assuming we have the LAPD videos linking to ours and on our profile.. yes? if not, lets urgently get them loaded onto our profile- they could not be more relevant or viral right now. pls confirm.